

B210
12/04

**United States Bankruptcy Court
Southern District of New York**

In re: DELPHI CORPORATION

Case No. 05-44481

Court ID (Court use only)

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111 (a), in the amount of \$250,136.80. Transferee hereby gives notice pursuant to Rule 3001 (e)(2), Fed.R.Bankr.P., of the transfer, other than for security, of the claim referenced in this notice.

Name of Transferee:
SPCP Group, LLC

Name of Transferor:
PEC of American Corporation

Name and Address where notices to transferee
should be sent:

Court Record Address of Transferor
(Court Use Only)

Attn: Brian Jarmain
SPCP Group, LLC
2 Greenwich Plaza
Greenwich, CT 06830

Phone: 203-542-4032

Last Four Digits of Acct #: _____

Last Four Digits of Acct #: _____

Name and Address where transferee payments
should be sent (if different from above)

Name and Current Address of Transferor:

Attn: Masumi King
PEC of America Corporation
2297 Neils Bohr Ct, Suite 100
San Diego, CA 92154

Phone: 619-710-7850

Last Four Digits of Acct #: _____

Phone: _____

Last Four Digits of Acct #: _____

Court Claim # (if known):

Date Claim Filed: 11/21/2005

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/ Brian Jarmain

Date: April 27, 2006 s

Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18U.S.C. § 152 & 371.

DEADLINE TO OBJECT TO TRANSFER

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date _____

CLERK OF THE COURT

**EXHIBIT A TO
ASSIGNMENT OF CLAIM**


EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **PEC of America Corporation** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **SPCP GROUP, L.L.C.**, as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of **\$250,136.80** (the "Assigned Claim"), against Delphi Corporation ("Debtor"), the debtor-in-possession in Case No. 05-44481 (RDD) (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on November 22, 2005:

By: 
Name of person signing Hisashi Ishiguro
Title of person signing General Manager
PEC of America Corporation

United States Bankruptcy Court Southern District Of New York		PROOF OF CLAIM
Name of Debtor Delphi Corporation	Case Number 05-44481	<div>This Space For Court Use Only</div> <div style="text-align: center; font-size: 2em;">COPY</div>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property). PEC of America Corporation	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Name and Address where notices should be sent PEC of America Corporation 2297 Neils Bohr CT, STE100 San Diego, CA 92154	<input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Telephone Number (619) 671-7850	This Space For Court Use Only	
Account or other number by which creditor identifies debtor. Delphi Automotive Systems LLC	Check here if this claim <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim dated: _____	
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other <div style="margin-left: 400px;"><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)</div>		
2. Date debt was incurred: Aug 23, 2005 through Sep 29, 2005		
3. If court judgment, date obtained: _____		
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.		
<div><div>Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____</div><div>Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations - 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>* Amounts are subject to adjustment on 11/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small></div></div>		
Unsecured Nonpriority Claim \$ 250,136.80 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
5. Total Amount of Claim at Time Case Filed: \$ 250,136.80 (Unsecured) (Secured) (Priority) (Total)		
* If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date: Nov 14, 2005	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) Hisashi Ishiguro <i>Secretary</i>	

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. § 152

